

Interstate Commerce Commission
Washington, D.C. RECORDATION NO. 11573 Filed 1425

No. **0-071A109**

Date **MAR 11 1980**

Fee \$ **50.00**

MAR 11 1980 - 3 50 PM

ICC Washington, D. C.

Gentlemen:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation under the provisions of 79 U.S.C. §11303 are the original and 6 counterparts of a Security Agreement dated as of February 1, 1980.

A general description of the railroad rolling stock covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Debtor: Security Pacific Equipment
Leasing, Inc.
One Embarcadero Center
Suite 710
San Francisco, California 94111

Secured Party: The First National Bank of
Kansas City, as Security Trustee
Tenth and Baltimore
Kansas City, Missouri 64141

The undersigned is the Debtor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and 6 copies of the said Security Agreement to J. Richard Fisher, Jr., Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$50.00 covering the required recording fee.

Dated: March 10, 1980

Very truly yours,

SECURITY PACIFIC EQUIPMENT LEASING,
INC.

By Richard Fisher
Its Agents
DEBTOR AS AFORESAID

Enclosures

RECEIVED
MAR 11 3 45 PM '80
I.C.C.
FEE OPERATION BR.

(Handwritten signature: J. Richard Fisher, Jr.)

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Trinity Industries, Inc.

Description and Mark and
Number of Items of
Equipment:

625 100-Ton 4,750 cubic foot
Covered Hopper Cars, Marked and
Numbered FLIX 2700 through
FLIX 3324, both inclusive

(F.I. Lease No. 10)

SCHEDULE A

Interstate Commerce Commission
Washington, D.C.

11573-A
RECORDATION NO. 11573-A Filed 1425

11573-A
8/10

MAR 2 - 1981 - 11 50 AM

Gentlemen:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation under the provisions of 49 U.S. §11303 are the original and 6 counterparts of a First Supplemental Security Agreement dated as of July 30, 1980 supplementing and amending the Security Agreement dated as of February 1, 1980, filed with the Interstate Commerce Commission on March 11, 1980, as document #11573.

A general description of the railroad rolling stock covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

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MAR 2 11 46 AM '81

I.C.C.
FEE OPERATION BR.

Debtor:

Security Pacific (Equipment Leasing, Inc.

One Embarcadero Center
San Francisco, California 94111

Attention: Leveraged Lease Department
Suite 710

Secured Party:

The First National Bank of
Kansas City, as Security Trustee
Tenth and Baltimore
Kansas City, Missouri 64141

The undersigned is the Debtor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and 6 copies of the First Supplemental Security Agreement to J. Richard Fisher, Jr., Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Dated: March 2, 1981

Very truly yours,

SECURITY PACIFIC (EQUIPMENT, LEASING, INC.

By

T. J. P. P. P.
Agent for the Debtor

1-061A085
No. 1-061A085
Date MAR 2 1981
Fee \$ 10.00
ICC, Washington, D. C.

Enclosures

TW

Underfoot - C.T. Korman

DESCRIPTION OF EQUIPMENT

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Mark and Numbers (Both Inclusive)</u>
277	100-Ton 4,750 cubic foot Covered Hopper Cars manufactured by Trinity Industries, Inc.	FLIX 2700 to FLIX 2927, both inclusive, FLIX 2929 to FLIX 2974, both inclusive, and FLIX 2976, FLIX 2978 and FLIX 2979

SCHEDULE 1
(to First Supplemental Security Agreement)

(F.I. Lease No. 10)

RECORDATION NO. 11573-A
FILED 1981

MAR 2 - 1981 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENTAL SECURITY AGREEMENT

This FIRST SUPPLEMENTAL SECURITY AGREEMENT dated as of July 30, 1980 is between SECURITY PACIFIC EQUIPMENT LEASING, INC. (the "Debtor") and THE FIRST NATIONAL BANK OF KANSAS CITY (the "Security Trustee").

RECITALS:

A. The Debtor and the Security Trustee have entered into a Security Agreement dated as of February 1, 1980 (the "Security Agreement"). The capitalized terms used in this supplement are used with the meanings specified in the Security Agreement, unless otherwise defined herein.

B. The Security Agreement was filed on March 11, 1980 with the Interstate Commerce Commission and assigned recordation no. 11573.

C. The Debtor has granted a security interest in the Lease and the Items of Railroad Equipment to the Security Trustee under the Security Agreement.

D. The Lease was filed with the Interstate Commerce Commission on March 11, 1980 and assigned recordation no. 11572.

E. The Debtor and the Security Trustee now wish to supplement the Security Agreement pursuant to Section 8.11(b) thereof, and the Lenders have consented thereto in Section 9.2 of the Participation Agreement and Section 3 of the Amendment to Participation Agreement and Consent dated as of February 1, 1980.

NOW, THEREFORE, in order to amend the Security Agreement in accordance with the provisions of said Amendment to Participation Agreement and Consent and in order to exclude units of equipment not accepted under the Lease on or before June 30, 1980 and to release and discharge any interest of the Debtor and the Security Trustee in such excluded items of equipment, the parties hereto agree as follows:

1. Section 4.1(b) of the Security Agreement shall be amended by deleting the reference to "Section 2.1(a)(1)" set forth in the first line and substituting "Section 2.1(a)" in lieu thereof.

2. Section 4.2(a)(11) of the Security Agreement shall be amended by deleting the reference to Section 2.1(a)(11) in the fifth line thereof and substituting "Section 2.1(a)" in lieu thereof.

3. The Description of Items of Equipment attached hereto as Schedule 1 shall be substituted for Schedule 1 of the Security Agreement.

4. Except as amended hereby, all of the provisions of the Security Agreement are hereby incorporated by reference in this First Supplemental Security Agreement, on and as of the date hereof, to the same extent as if fully set forth herein.

5. This First Supplemental Security Agreement is being delivered in the State of Missouri and shall in all respects be governed by, and construed in accordance with, the laws of the State of Missouri; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

IN WITNESS WHEREOF, the parties hereto have caused this First Supplemental Security Agreement to be executed by their respective officers thereunder duly authorized and the corporate seals to be hereto affixed as of the day and year first above written.

SECURITY PACIFIC EQUIPMENT LEASING,
INC.

By Robert G. Bernard
Its VICE PRESIDENT

[CORPORATE SEAL]

ATTEST:

Marc L. Marker

THE FIRST NATIONAL BANK OF KANSAS
CITY

By R L Moore
Its Gen. Vice President

[CORPORATE SEAL]

ATTEST:

[Signature]
Assistant Secretary

STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On this 8th day of August, 1980, before me personally appeared ROLAND C. BERNARD, to me personally known, who being by me duly sworn, says that he is the Vice President of SECURITY PACIFIC EQUIPMENT LEASING, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Gail D. Smedal
Notary Public

My commission expires: 4/21/81

STATE OF MISSOURI)
) SS
COUNTY OF JACKSON)

On this 13th day of August, 1980, before me personally appeared R. L. Moore, to me personally known, who being by me duly sworn, says that he is the 1st Vice President of THE FIRST NATIONAL BANK OF KANSAS CITY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Linda S. Schnell
Notary Public

[NOTARIAL SEAL]

My commission expires: **LINDA S. SCHNELL**
NOTARY PUBLIC STATE OF MISSOURI
JACKSON CO.
MY COMMISSION EXPIRES JULY 1 1983

DESCRIPTION OF EQUIPMENT

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Mark and Numbers (Both Inclusive)</u>
277	100-Ton 4,750 cubic foot Covered Hopper Cars manufactured by Trinity Industries, Inc.	FLIX 2700 to FLIX 2927, both inclusive, FLIX 2929 to FLIX 2974, both inclusive, and FLIX 2976, FLIX 2978 and FLIX 2979

SCHEDULE 1
(to First Supplemental Security Agreement)

(F.I. Lease No. 10)